

**TRUSTEE'S CERTIFICATE**

The undersigned, **Larry Thew and John Thew**, as the trustees (collectively, the "Trustees") of **R.W. THEW IRREVOCABLE LIVING TRUST** (the "Trust"), hereby certify to First American National Title Insurance Company as follows:

The Trust was formed by the grant of Richard W. Thew (the "Grantor") on May \_\_, 2002 pursuant to the terms of that certain Declaration of Trust (the "Trust Agreement"), a true and correct copy of the Trust Agreement, and all amendments thereto, are attached hereto as **Exhibit A** and the Trust is validly existing under the laws of the State of New York on the date of this Certificate.

"**WHEREAS**, the Grantor by certain deeds, each dated May 17, 2002, and recorded in the Dutchess Ounty Clerk's Office on August 6, 2002 as Document Nos. 02-2002-7552 and 02-2002-7542, respectively, transfered certain parcels located at Clapp Hill Road, LaGrangeville, New York (collectively, the "Property");

"**WHEREAS**, the Trustees now desire to remedy the mistaken transfer of the the Property and have agreed to transfer the Property to Richard W. Thew, as trustee of The Thew Family Trust;

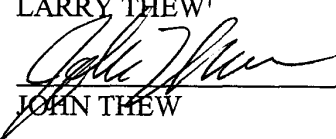
"**NOW, THEREFORE**, in consideration for the premises, be it known that:

"The Trust may execute and deliver all of the documents, instruments and certificates as may be necessary or appropriate to conclude the transfer of the Property (collectively, the "Documents");

"The Trustees are authorized to execute, acknowledge, if required, and deliver on behalf of the Trust, the Documents and such other and further documents, instruments and certificates as may be necessary to conclude the transfer of the Property, containing such terms and provisions as the Trustees consider appropriate, and to do such other acts and things as may be necessary or appropriate and consistent with carrying out the intent and purpose of this and the foregoing resolutions, the execution and delivery of any of the foregoing documents or the doing of any act or thing being conclusive evidence as to the appropriateness thereof and of the authority of the Trustees to so execute and deliver any such document and do any such act and thing."

**IN WITNESS WHEREOF**, this Certificate has been signed this 19th day of December, 2003.

  
\_\_\_\_\_  
LARRY THEW

  
\_\_\_\_\_  
JOHN THEW